

RECORDATION NO. 18280-C FILED

AUG 03 '05

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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

August 1, 2005

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Specification of Assigned Lease Schedule to Master Assignment Agreement, dated as of July 29, 2005, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease Agreement previously filed with the Board under Recordation Number 18280.

The names and addresses of the parties to the enclosed document are:

Assignor: Banc of America Leasing and Capital
555 California Street, 4th Floor
San Francisco, California 94104

Assignee: Siemens Financial Services, Inc.
170 Wood Avenue South
Iselin, New Jersey 08830

Mr. Vernon A. Williams
August 1, 2005
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A description of the railroad equipment covered by the enclosed document is:

271 covered hopper cars: PSPX 6915 - PSPX 7188 (excluding PSPX 6975, PSPX 7061 and PSPX 7143).

A short summary of the document to appear in the index is:

Memorandum of Assignment and Specification of Assigned Lease
Schedule to Master Assignment Agreement.

Also enclosed is a check in the amount of \$33.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF
ASSIGNMENT AND SPECIFICATION OF ASSIGNED LEASE SCHEDULE TO
MASTER ASSIGNMENT AGREEMENT

This Memorandum of Assignment and Specification of Assigned Lease Schedule (the "Memorandum of Lease Assignment") is made and entered into by and between BANC OF AMERICA LEASING AND CAPITAL, LLC (herein the "Assignor") and SIEMENS FINANCIAL SERVICES, INC. (herein the "Assignee") respecting that certain Assignment and Specification of Assigned Lease Schedule (the "Assignment Agreement") dated as of the date hereof between Assignor and Assignee respecting that certain Lease Agreement dated as of June 30, 1993 by and between Assignor and ConocoPhillips Company, as amended by Amendment to Lease Agreement dated as of August 10, 2004, (as amended, the "Lease") and the equipment described on Schedule 1 hereto and leased under the Lease.

Pursuant to the provisions of the Assignment Agreement, Assignor and Assignee hereby affirm and acknowledge:

1. For good and valuable consideration, Assignee has assigned and Assignor has assumed all right, title, interest and obligations of Assignor as lessor under the Lease.
2. Assignor and Assignee further acknowledge and affirm that this Memorandum of Assignment is not a summary of the terms and conditions of the Assignment Agreement. Accordingly, in the event of a conflict between this Memorandum of Assignment and the Assignment Agreement with respect to the assignment and assumption of the Lease, the terms and conditions of the Assignment Agreement shall control.
3. This Memorandum of Lease Assignment is prepared only for the public record and is being recorded with the Surface Transportation Board pursuant to 49 U.S.C. Section 11301(a).

[signature page follow]

IN WITNESS WHEREOF each of the parties hereto, pursuant to due limited liability company or corporate authority, has caused this Memorandum of Lease Assignment to be duly executed in its limited liability company or corporate name by its authorized officers, all as of _____, 2005.

ASSIGNOR:

BANC OF AMERICA LEASING
& CAPITAL, LLC

By: Andy Capderest
Print Name: Andy Capderest
Title: VP

ASSIGNEE:

SIEMENS FINANCIAL SERVICES, INC.

By: _____
Print Name: _____
Title: _____

IN WITNESS WHEREOF each of the parties hereto, pursuant to due limited liability company or corporate authority, has caused this Memorandum of Lease Assignment to be duly executed in its limited liability company or corporate name by its authorized officers, all as of July 29, 2005.

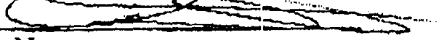
ASSIGNOR:

BANC OF AMERICA LEASING
& CAPITAL, LLC

By: _____
Print Name:
Title:

ASSIGNEE:

SIEMENS FINANCIAL SERVICES, INC.

By: 
Print Name: PETER DONALDSON
Title: VP CREDIT & OPERATIONS

ACKNOWLEDGMENT

STATE OF New Jersey)

COUNTY OF Middlesex)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Peter Donaldson, who upon oath, acknowledged himself to be an officer of Siemens Financial Services, Inc., a corporation, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Lease Assignment for the purposes therein contained by signing the name of the corporation by her/himself as such officer of Siemens Financial Services, Inc..

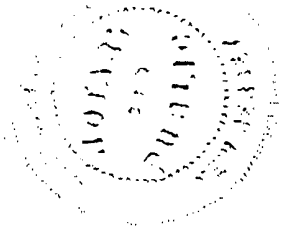
WITNESS my hand and official seal this 27th day of July, 2005

Antonette Puccia

Notary Public

MY COMMISSION EXPIRES:

ANTONETTE PUCCIA
A Notary Public of New Jersey
My Commission Expires November 15, 2006



ACKNOWLEDGMENT

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared ANDY CAPDARIS, who upon oath, acknowledged himself to be an officer of Banc of America Leasing & Capital, LLC, a limited liability company, and that s/he as such officer being authorized to do so, executed the foregoing Memorandum of Lease Assignment for the purposes therein contained by signing the name of the limited liability company by her/himself as such officer of Banc of America Leasing & Capital, LLC.

WITNESS my hand and official seal this 25 day of July, 2005

9-23-2008

MY COMMISSION EXPIRES:

Yvette Montalvo Baron
Notary Public



Schedule 1

EQUIPMENT

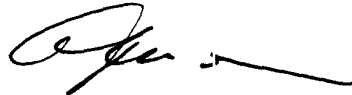
Two-hundred and seventy-one (271) ACF Model 5711, Center Flow Covered Hopper cars, having a volumetric capacity of 573 cu. ft. equipped with 4 ACF #5235 outlets, 10 each 20" hatches, 100 ton trucks, and lined with Devoe 250 epoxy coating and the cars have the following serial numbers: PSPX6914 to and including PSPX7188, but excluding cars with serial numbers PSPX6914, PSPX6975, PSPX7061 and PSPX7143.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

8/3/05



Robert W. Alvord